

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**PURDUE PHARMA L.P., *et al.*,  
  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 19-23649 (RDD)  
  
(Jointly Administered)**

**AFFIDAVIT AND DISCLOSURE STATEMENT OF Yu Lu,**

**ON BEHALF OF McCarter & English, LLP**

STATE OF MASSACHUSETTS )

) s.s.:

COUNTY OF Suffolk )

I, Yu Lu, being duly sworn, upon his oath, deposes and says as follows:

1. I am a Partner at the Boston Office (265 Franklin Street, Boston, MA 02110) of McCarter English, LLP, located at Four Gateway Center, 100 Mulberry Street, Newark, NJ 07102 (the “Firm”).

2. Purdue Pharma L.P. (“Purdue Pharma”) and its affiliates that are debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (collectively, the “**Cases**”), have requested that the Firm provide

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

Intellectual Property (IP) services to Purdue Pharma, and the Firm has consented to provide such services (the “**IP Services**”).

3. The IP Services include, but are not limited to, the following: prosecution and/or strategic consulting for intellectual property matters, including IP licensing and strategic IP asset development and management, relating to cancer treatment and other IP issues as they may be agreed upon in the future.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to the matters with respect to which the Firm is to be engaged, for persons that are parties in interest in the Cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in the Cases. Except as provided on **Exhibit A**, the Firm does not perform services for any such person in connection with the Cases. In addition, the Firm does not have any relationship with any such person, such person’s attorneys, or such person’s accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

As set forth on **Exhibit A**, the Firm represents other clients in connection with the Cases in matters unrelated to the IP Services to which the Firm is to be engaged. In the event that interests of Purdue Pharma and the interests of the Firm’s other clients become directly adverse in the Cases, the Firm reserves the right to cease providing the IP Services and may continue to represent the Firm’s other clients in the Cases.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received

from the Debtors with any other person other than principals and regular employees of the Firm.

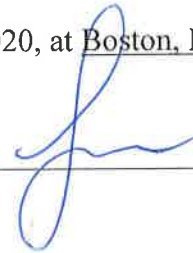
6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$ 0 in respect of prepetition services rendered to the Debtors.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on January 7, 2020, at Boston, MA.

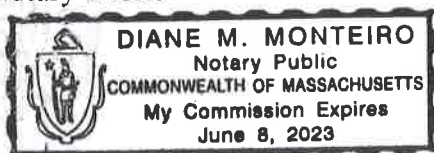
Yu Lu  
Affiant Name



SWORN TO AND SUBSCRIBED before  
Me this 7th day of January, 2020



Notary Public



**EXHIBIT A**

[INSERT DESCRIPTION OF CLIENTS AND WORK BEING PERFORMED FOR  
OTHER CLIENTS IN CONNECTION WITH THE CHAPTER 11 CASES]

1. **Aircastle Advisor LLC**, for issues related non-residential real property leases. Specifically, AIRCASTLE ADVISOR LLC (“Aircastle”) is a party to certain leases and/or subleases of non-residential real property with Purdue Pharma L.P. (“Purdue Pharma”). While Aircastle has been advised of the Firm’s intention to represent Purdue Pharma L.P. in intellectual property matters, and consents to such representation, Aircastle’s consent is conditioned on the Debtors’ agreement that, in the unlikely event that Aircastle’s interests and the Debtors’ interests become directly adverse in the Cases, the Debtors waive any conflict and consent to the Firm representing Aircastle in connection with the Cases.
2. **Sunoco R&M (LLC)** (not a party listed in the Updated Purdue Conflict List as of 11-27-2019), **Sunoco Partners and Marketing LP** (not a party listed in the Updated Purdue Conflict List as of 11-27-2019), **Akzo Nobel Coatings** (not a party listed in the Updated Purdue Conflict List as of 11-27-2019), and **Houghton International** (not a party listed in the Updated Purdue Conflict List as of 11-27-2019), all co-defendants with **Purdue Pharma Technologies, Inc.** (not a Debtor entity in the Cases) - in a cost recovery environmental lawsuit brought by OCCIDENTAL CHEMICAL CORPORATION. Purdue Pharma Technologies, Inc., which is not a Debtor entity, is one of several direct defendants in this matter currently pending in the US District Court for the District of New Jersey. It is one of several suits and claims concerning the eventual cleanup of the Passaic River, Newark Bay and associated water bodies. The Firm has been representing numerous parties for over a decade in those matters. However, none of the four above-referenced current Firm clients are listed as parties-in-interest in the Updated Purdue Conflict List dated 11-27-2019 (“the Conflict List”). While there is no direct adverse relationship among these current Firm clients (or other clients

of the Firm as to whom the Firm has provided legal advice on river and bay issues, or as to whom the Firm may be asked to provide legal advice, but who are not current defendants) and Purdue Pharma Technologies, Inc., the parties could potentially become adverse on liability and allocation issues and cross claims (including hot cross claims) that may be asserted by the parties against one another. Other Firm clients may be joined in the action or become parties to future suits concerning the River and bay. Should such future potential conflicts arise, the Firm wishes to obtain written consent now by Purdue Pharma Technologies, Inc. that it has no objection to the Firm's continuing concurrent representation of these parties in the current action, or of these parties and other potential clients that may be adverse to Purdue Pharma Technologies, Inc. in future matters concerning the Passaic River, Newark Bay, and associated water bodies.

3. **CellAct Pharma GmbH**, patent prosecution for a patent application which is in the process of being assigned to Purdue Pharma LP. The Firm does not represent either CellAct Pharma GmbH or Purdue Pharma LP concerning the terms of the assignment.

**UNITED STATES BANKRUPTCY COURT  
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**In re:**

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**Chapter 11**

**Case No. 19-23649 (RDD)**

**(Jointly Administered)**

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Purdue Pharma L.P. and its affiliates that are debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned cases (collectively, the “**Cases**”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional:

Yu Lu, Ph.D.; 265 Franklin Street, Boston, MA 02110

2. Date of retention: January 7, 2020

3. Type of services to be provided: intellectual property (IP)

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

4. Brief description of services to be provided:

prosecution and/or strategic consulting for intellectual property matters, including  
IP licensing and strategic IP asset development and management, relating to  
cancer treatment and other IP issues as they may be agreed upon in the future.

5. Arrangements for compensation (hourly, contingent, etc.):

hourly \_\_\_\_\_

(a) Average hourly rate (if applicable):

\$625/hour \_\_\_\_\_

(b) Estimated average monthly compensation based on prepetition retention  
(if company was employed prepetition):

about \$5,000-10,000 \_\_\_\_\_

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$0 \_\_\_\_\_

Date claim arose: N/A \_\_\_\_\_

Nature of claim: N/A \_\_\_\_\_

7. Prepetition claims against the Debtors held individually by any member,  
associate, or employee of the company:

Name: N/A \_\_\_\_\_

Status: N/A \_\_\_\_\_

Amount of claim: \$N/A \_\_\_\_\_

Date claim arose: N/A \_\_\_\_\_

Nature of claim: N/A \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

The Firm does not believe there is any interest adverse to the Debtors or to their estates *per se* for any intellectual property matters on which the Firm is to be employed.

The Firm, however, in connection with the Cases, currently represents AIRCASTLE ADVISOR LLC, a party to certain leases and/or subleases of non-residential real property with Purdue Pharma L.P. ("Purdue Pharma"). While Aircastle has been advised of the Firm's intention to represent Purdue Pharma L.P. in intellectual property matters, and consents to such representation, Aircastle requests the Debtors to agree that, in the unlikely event that Aircastle's interests and the Debtors' interests become directly adverse in the Cases, the Debtors agree that they will either waive any conflict or allow the Firm to cease providing the intellectual property services to Purdue Pharma and consent to the Firm continuing to represent Aircastle in connection with the Cases.



The Firm also currently represents Sunoco R&M (LLC), Sunoco Partners and Marketing LP, Akzo Nobel Coatings, and Houghton International, in a cost recovery environmental lawsuit brought by OCCIDENTAL CHEMICAL CORPORATION. Purdue Pharma Technologies, Inc., which is not a Debtor entity, is one of several direct defendants in this matter currently pending in the US District Court for the District of New Jersey. It is one of several suits and claims concerning the eventual cleanup of the Passaic River, Newark Bay and associated water bodies. The Firm has been representing numerous parties for over a decade in those matters. However, none of the four above-referenced current Firm clients are listed as parties-in-interest in the Updated Purdue Conflict List dated 11-27-2019 ("the Conflict List"). While there is no direct adverse relationship among these current Firm clients (or other clients of the Firm as to whom the Firm has provided legal advice on river and bay issues, or as to whom the Firm may be asked to provide legal advice, but who are not current defendants) and Purdue Pharma Technologies, Inc., the parties could potentially become adverse on liability and allocation issues and cross claims (including hot cross claims) that may be asserted by the parties against one another. Other Firm clients may be joined in the action or become parties to future suits concerning the River and bay. Should such future potential conflicts arise, the Firm wishes to obtain written consent now by Purdue Pharma Technologies, Inc. that it has no objection to the Firm's continuing concurrent representation of these parties in the current action, or of these parties and other potential clients that may be adverse

to Purdue Pharma Technologies, Inc. in future matters concerning the Passaic River, Newark Bay, and associated water bodies.

The Firm also currently represents CELLACT PHARMA GMBH in a U.S. patent prosecution matter. The involved U.S. patent application is currently in the process of being assigned to Purdue Pharma LP. However, the Firm does not represent either CellAct Pharma GmbH or Purdue Pharma LP concerning the terms of the assignment.

9. Disclose whether the professional currently represents any of the Debtors' existing shareholders, including trusts, beneficiaries, companies, affiliates, family members and any similar related parties (together, the "**Shareholder Parties**"), and/or any entity owned or controlled by any Shareholder Party (in each case other than any Debtor), and whether any Shareholder Party or any entity owned or controlled by any Shareholder Party (other than any Debtor) accounted for more than 1% of the professionals' annual revenue for any of the last five years. If so, describe what ethical walls or other protections are in place with regard to the concurrent representations.

none

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10. Name and title of individual completing this form:

Yu Lu, Ph.D., Partner

Dated: January 7, 2020